

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

RECORDATION NO. 22339 FILED

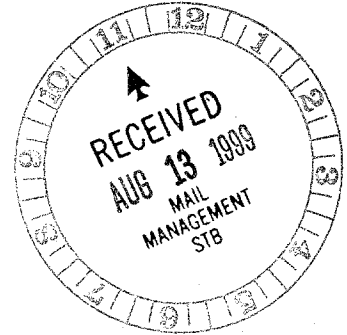
AUG 20 '99

8-15 AM

VIA UPS NEXT DAY AIR



August 12, 1999



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is one (1) original and three (3) copies of a Memorandum of Lease Agreement, dated May 20, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Southern Soya Corporation
305 Third Street
Estill, SC 29918

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase
Manager of Documentation

Enclosures

(SOSO001)

EXHIBIT A
to
RIDER NO. 1

AUG 20 '99

8-15 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of May, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southern Soya Corporation ("Lessee"), a South Carolina corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 20, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 20, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title: _____

By: K. A. DombrowskiName: K. A. DombrowskiTitle: DIRECTOR OF DOCUMENTATIONExecuted on this 7th day of June, 1999.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of June, 1999.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



LESSEE:

SOUTHERN SOYA CORPORATION

By: *Thomas L. Harper*

Name: Thomas L. Harper

Title: President

ATTEST:

By: *Paul D. Peeples*

Name: Paul D. Peeples

Title: Transportation
Manager

Executed on this 31 day of May, 1999.

[CORPORATE SEAL]

STATE OF South Carolina

COUNTY OF Hampton

I, LAURA GAIL WINN, a Notary Public of the County and State aforesaid,
certify that THOMAS L. HARPER personally appeared before me this day and acknowledged his due
execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 31 day of May, 1999.

Laura Gail Winn
Notary Public

Commission Expires:

3-16-2006

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

Six (6), 20,600 gallon Unitemp tank cars

RUSX 119, RUSX 2661, RUSX 2662, TGOX 2220, TGOX 2265, TGOX 2267